

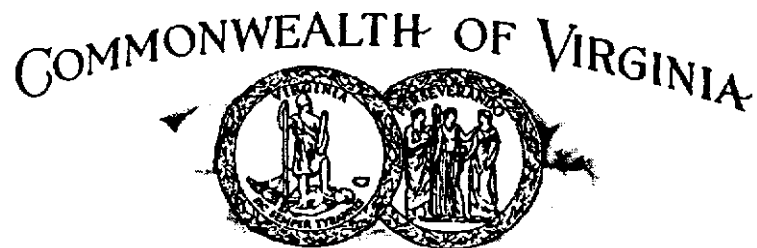
## **EXHIBIT C**

### **Certificate of Organization/Authority**

HULLIHEN WILLIAMS MOORE  
CHAIRMAN

CLINTON MILLER  
COMMISSIONER

THEODORE V. MORRISON, JR.  
COMMISSIONER



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

June 16, 2000

LISA O POFFENBERGER  
CT CORPORATION SYSTEM  
HOLD FOR PICK-UP  
★

RE: AFN Telecom, LLC  
ID: S050817 - 8  
DCN: 00-06-13-4069

Dear Customer:

This is your receipt for \$100.00, to cover the fees for filing articles of organization for a limited liability company with this office.

The effective date of the filing is June 16, 2000.

If you have any questions, please call (804) 371-9733.

Sincerely,

Joel H. Peck  
Clerk of the Commission

DLLCRCPT  
LLNCD  
CIS0345

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, June 16, 2000*

*This is to Certify that the certificate of organization of*

**AFN Telecom, LLC**

*was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: June 16, 2000*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*

*Clerk of the Commission*

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
ARTICLES OF ORGANIZATION OF A  
DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

AFN Telecom, LLC

(The name must contain the words "limited company" or "limited liability company" or their abbreviations "L.C.", "LC", "L.L.C." OR "LLC")

2. A. The registered agent's name is Commonwealth Legal Services Corporation  
whose business address is identical with the registered office.

B. The registered agent is (mark appropriate box)

(1) an INDIVIDUAL who is a resident of Virginia and

- ☐ a member/manager of the limited liability company  
☐ an officer/director of a corporate member/manager of the limited liability company  
☐ a general partner of a general or limited partnership member/manager of the limited liability co.  
☐ a member of the Virginia State Bar

OR

(2) ☒ a professional corporation, a professional limited liability company or a professional registered limited liability partnership of attorneys registered under Virginia Code Section 54.1-3902

3. The address of the initial registered office in Virginia is

4701 Cox Road, Suite 301,

(number/street)

Glen Allen

(city or town)

VA 23060-6802

(zip)

located in the ☐ city or ☒ county of Henrico

4. The post office address of the principal office where the records will be maintained pursuant to Virginia Code Section 13.1-1028 is

One Riverside Plaza

(number/street)

Columbus

(city or town)

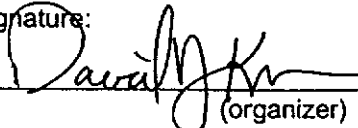
Ohio

(state)

43215

(zip)

5. Signature:

  
(organizer)

6-9-00

(date)

DAVID KELLER

(printed name)

SEE INSTRUCTIONS ON THE REVERSE

## INSTRUCTIONS

The registered office must include the complete post office address, including a street address, if any, or a rural route and box number. Also, state the name of the city or county in which the office is physically located. Cities and counties in Virginia are separate local jurisdictions.

The document can be executed in the name of the limited liability company by any person (see Virginia Code Sections 13.1-603 and 13.1-1003).

Submit the original articles to the Clerk of the State Corporation Commission, 1300 E. Main Street, Tyler Building, First Floor, Richmond, Virginia 23219 or P. O. Box 1197, First Floor, Richmond, Virginia 23218-1197, with a filing fee check for \$100.00 payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have questions, call (804) 371-9733.

Virginia Code Section 13.1-1003 requires that this document be typewritten or printed in black.

## OPERATING AGREEMENT

of

AFN TELECOM, LLC

THE UNDERSIGNED is executing this Operating Agreement ("Agreement") for the purpose of forming, and does hereby form, a limited liability company (the "Company") pursuant to the provisions of the Virginia Limited Liability Company Act, Va. Code, Sections 13.1-1000 et seq. (the "Act"), and does hereby agree as follows:

1. Name. The name of the Company shall be AFN Telecom, LLC, or such other name as the Member may from time to time hereafter designate.
2. Definitions. Capitalized terms not otherwise defined herein shall have the meanings set forth therefor in Section 13.1-1002 of the Act.
3. Purpose. The Company is formed for the purpose of engaging in any lawful business permitted by the Act or the laws of any jurisdiction in which the Company may do business. The Company shall have the power to engage in all activities and transactions which the Member deems necessary or advisable in connection with the foregoing.
4. Offices.
  - (a) The principal place of business and office of the Company shall be located at, and the Company's business shall be conducted from, such place or places as the Member may designate from time to time.
  - (b) The Company shall maintain a registered office at Commonwealth Legal Services Corporation, 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802, or such other office within the State of Virginia as the Member determines. The name and address of the Company's registered agent as of the date of this Agreement is Commonwealth Legal Services Corporation, 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802. The Member may from time to time change the registered agent by an amendment to the articles of organization of the Company.
5. Member. The name and business or residence address of the Member of the Company is as set forth on Schedule A attached hereto. The business and affairs of the Company shall be managed by the Member. The Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members under the laws of the State of Virginia. The Member is hereby designated as an authorized person, within the meaning of the Act, to execute, deliver and file the articles of organization of the Company (and any amendments and/or

restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business. The execution by the Member of any of the foregoing certificates (and any amendments and/or restatements thereof) shall be sufficient.

6. Term. The term of the Company shall commence on the date of filing of the articles of organization of the Company in accordance with the Act and shall continue until dissolved and its affairs are wound up in accordance with Section 12 of this Agreement.

7. Management of the Company. Any action to be taken by the Company shall require the affirmative vote of the holder of a majority of the Membership Interests of the Company (except as otherwise expressly provided herein). Any action so approved may be taken by the Member on behalf of the Company.

8. Capital Contributions. The Member shall make capital contributions to the Company in such amounts and at such times as it shall decide, which amounts shall be set forth in the books and records of the Company.

9. Assignments of Member Interest. The Member may sell, assign, pledge or otherwise transfer or encumber (collectively, a "Transfer") any of its Membership Interests in the Company to any person.

10. Allocations and Distributions. Distributions of cash or other assets of the Company shall be made at such times and in such amounts as the Member may determine. Distributions shall be made (and profits and losses of the Company shall be allocated) *pro rata* in accordance with Membership Interests in the Company, or in such other manner and in such amounts as the Member shall decide from time to time as provided for in the books and records of the Company.

11. Return of Capital. The Member has no right to receive any distributions which include a return of all or any part of its capital contribution, provided that upon the dissolution and winding up of the Company, the assets of the Company shall be distributed as provided in Section 13.1-1049 of the Act.

12. Dissolution. The Company shall be dissolved and its affairs wound up upon the first to occur of the following:

(a) December 31, 2050; or

(b) The occurrence of an event causing a dissolution of the Company under Section 13.1-1046 of the Act.

13. Amendments. This Agreement may be amended by the Member.

14. Miscellaneous. The Member shall not have any liability for the debts, obligations or liabilities of the Company except to the extent provided by the Act. This Agreement shall be governed by, and construed under, the laws of the State of Virginia, without regard to conflict of law rules.

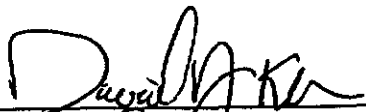
15. Officers. The Company and the Member, acting singly or jointly, may employ and retain persons as may be necessary or appropriate for the conduct of the Company's business (subject to the supervision and control of the Member), including employees and agents who may be designated as officers with titles, including, but not limited to, "chairman," "chief executive officer," "president," "vice president," "treasurer," "secretary," "director" and "chief financial officer," as and to the extent authorized by the Member.



IN WITNESS WHEREOF, the undersigned has duly executed this Agreement as  
of June 9, 2000.

MEMBER:

AMERICA'S FIBER NETWORK, LLC

By:   
Name: David J. Keller  
Title: VP/General Manager

SCHEDULE A

Member of the Company

Member	Address	Membership interest as of June <u>9</u> , 2000
America's Fiber Network, LLC	One Riverside Plaza Columbus, Ohio 43215	100%



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 16, 2000

0048210-2

CT CORPORATION SYSTEM  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RE AFN TELECOM, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

**Illinois  
Limited Liability Company Act**

**Application for Admission to Transact Business**

**Submit in Duplicate**  
Must be typewritten

This space for use by Secretary of State

Date 11-16-00  
Assigned File # 0048-210-2  
Filing Fee \$400  
Penalty \$  
Approved: JB

This space for use by  
Secretary of State

**FILED**

**NOV 16 2000**

LIMITED LIABILITY CO. DIV.  
JESSE WHITE  
SECRETARY OF STATE

1. Limited Liability Company name: AFN Telecom, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 25-1869117
4. Jurisdiction of Organization: Virginia
5. Date of Organization: June 16, 2000
6. Period of Duration: until December 31, 2050, unless extended  
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

<u>4701</u> (Number)	<u>Cox Road</u> (Street)	<u>Suite 301</u> (Suite)
<u>Glen Allen VA</u> (City/State)	<u>23060-6802</u> (ZIP Code)	<u>Henrico</u> (County)
8. Registered agent: CT Corporation System  
(First Name) (Middle Name) (Last Name)  
Registered Office: c/o CT Corporation System, 208 South LaSalle Street  
(Number) (Street) (Suite #)  
(P.O. Box or c/o Chicago Cook Illinois 60604  
are unacceptable) (City) (County) (ZIP Code)
9. The date on which this foreign LLC first did business in Illinois: Upon qualification

**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

**Telecommunications**

**Business Code # 513300**

11. The limited liability company is managed by:  
☐ manager(s)  
☒ vested in member(s)
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.
14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.
15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated November 1, 2000  
(Month/Day) (Year)

*Gordon C. Martin*

(Signature)  
(Signature must comply with Section 6-45 of ILLCA)

Gordon C. Martin, Member  
(Type or print name and title)

America's Fiber Network, LLC, its Member

\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4